

1 FRANK FALZETTA, Cal. Bar No. 125146
SCOTT SVESLOSKY, Cal. Bar No. 217660
2 SHEPPARD, MULLIN, RICHTER & HAMPTON LLP
333 South Hope Street, 48th Floor
3 Los Angeles, California 90071-1448
Telephone: 213-620-1780
4 Facsimile: 213-620-1398
ffalzetta@sheppardmullin.com
5 ssveslosky@sheppardmullin.com

6 TED C. LINDQUIST, III, Cal. Bar No. 178523
SHEPPARD, MULLIN, RICHTER & HAMPTON LLP
7 Four Embarcadero Center, 17th Floor
San Francisco, California 94111-4109
8 Telephone: 415-434-9100
Facsimile: 415-434-3947
9 tlindquist@sheppardmullin.com

10 Attorneys for Defendant and Counterclaimant
LIBERTY MUTUAL FIRE INSURANCE COMPANY

11 UNITED STATES DISTRICT COURT

12 NORTHERN DISTRICT OF CALIFORNIA

13 LARGO CONCRETE, INC., a California
14 Corporation; N.M.N. CONSTRUCTION,
INC., a California Corporation,

15 Plaintiffs,

16 v.

17 LIBERTY MUTUAL FIRE INSURANCE
18 COMPANY, a Massachusetts Corporation,
and DOES 1 through 100, inclusive.

19 Defendants.

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25 AND RELATED COUNTERCLAIM

Case No. C07-04651 CRB (ADR)

Hon. Charles R. Breyer
[Complaint Filed: September 10, 2007]

**DECLARATION OF TED C. LINDQUIST,
III IN SUPPORT OF LIBERTY MUTUAL
FIRE INSURANCE COMPANY'S
ADMINISTRATIVE MOTION TO FILE
EXHIBITS B AND F TO THE FARKAS
DECLARATION UNDER SEAL FOR *IN*
CAMERA REVIEW**

Date: December 21, 2007
Time: 10:00 a.m.
Place: Courtroom 8

DECLARATION OF TED C. LINDQUIST, III

I, Ted C. Lindquist, III, declare as follows:

1. I am an attorney duly admitted to practice before this Court. I am partner with Sheppard, Mullin, Richter & Hampton LLP, attorneys of record for defendant Liberty Mutual Fire Insurance Company ("LMFIC"). I have personal knowledge of the facts set forth below and, if called and sworn as a witness, could and would testify competently thereto.

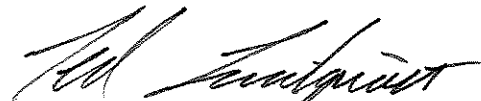
2. I submit this declaration in support of Liberty Mutual Fire Insurance Company's Administrative Motion to File Exhibits B and F to the Farkas Declaration Under Seal for In Camera Review.

3. Pursuant to N.D. Local Rule 11-5, on December 12, 2007, I sent a letter to Nicholas Roxborough, counsel for plaintiff Largo Concrete, Inc., informing him that LMFIC intended, along with its Reply Brief, to lodge with the Court Kern & Wooley LLP billing records submitted to Liberty Mutual, and a compilation report prepared by Liberty Mutual which describes the work performed by Craig Pynes for various Liberty Mutual entities while he was employed by Kern & Wooley. I also informed Mr. Roxborough that because those documents contain privileged information, LMFIC would be filing an Administrative Motion requesting the Court to allow the filing of these documents under seal for its *in camera* review, and I requested that plaintiff stipulate to the requested relief. A true and correct copy of my December 12 letter to Mr. Roxborough is attached hereto as Exhibit Q.

1 4. On December 13, 2007, I received a letter from Mr. Roxborough denying
2 my request that he stipulate to the requested relief. A true and correct copy of Mr. Roxborough's
3 December 13 letter is attached hereto as Exhibit R.

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5 I declare under penalty of perjury, pursuant to the laws of the United States of
6 America, that the foregoing is true and correct.

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8 Executed this 14th day of December 2007 at San Francisco, California.

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12 TED C. LINDQUIST, III
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EXHIBIT "Q"



Four Embarcadero Center | 17th Floor | San Francisco, CA 94111-4106
415-434-9100 office | 415-434-3947 fax | www.sheppardmullin.com

Ted C. Lindquist, III
Writer's Direct Line: 415-774-2935
tlindquist@sheppardmullin.com

December 12, 2007

Our File Number: 080B-133286

VIA FACSIMILE ONLY

Nicholas Roxborough, Esq.
ROXBOROUGH, POMERANCE & NYE, LLP
5820 Canoga Avenue, Suite 250
Woodland Hills, California 91367
Facsimile: (818) 992-9991

Re: Largo v. Liberty Mutual Fire Ins. Co.

Dear Mr. Roxborough:

On Friday December 14, 2007, we will file Liberty Mutual's Reply Brief in Support of its Motion to Disqualify the Roxborough Firm. As you discussed with Mr. Falzetta yesterday at Mr. Pynes' deposition, along with our Reply Brief, we intend to lodge Kern & Wooley LLP billing records submitted to Liberty Mutual and a compilation report prepared by Liberty Mutual which describes the work performed by Mr. Pynes for various Liberty Mutual entities while he was employed by Kern & Wooley. Because those documents contain privileged information, we will be filing an Administrative Motion under N.D. Local Rule 79-5(b) asking the Court to allow the filing of these documents for *in camera* review.

Pursuant to N.D. Local Rule 7-11(a), please let me know by **the close of business on Thursday, December 13, 2007**, whether you will stipulate that these documents may be filed with the Court under seal. Thank you for your anticipated courtesy and cooperation.

Sincerely,

A handwritten signature in black ink, appearing to read "Ted C. Lindquist, III".

Ted C. Lindquist, III

for SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

* * * COMMUNICATION RESULT REPORT (DEC.12.2007 5:45PM) * * *

TTI SHEPPARD MULLIN SF

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E-1) HANG UP OR LINE FAIL
E-3) NO ANSWER

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E-4) NO FACSIMILE CONNECTION

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213-620-1780 office | 213-620-1398 fax | www.sheppardmullin.comFACSIMILE COVER SHEET**** THIS FACSIMILE TRANSMISSION WILL NOT BE MAILED ****Date: December 12, 2007File Number: 080B-133286Total number of pages:
(including 1-page cover sheet)

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If all pages are not received, please call
Sheppard Mullin at 415, 774-2935TO:Nicholas Roxborough
ROXBOROUGH, POMERANCE
& NYE, LLPFacsimile No.

(818) 992-9991

Telephone No.

(818) 992-9999

From: Ted C. Lindquist, IIIRe: Largo v. Liberty Mutual Ins. Co.**MESSAGE:** Please see the attached letter dated today.

EXHIBIT "R"



**ROXBOROUGH
POMERANCE
& NYE, LLP**

5820 CANOGA AVENUE, SUITE 250
WOODLAND HILLS, CA 91367
PHONE: (818)992-9999
FAX: (818)992-9991
WWW.RPNLAW.COM

NICHOLAS P. ROXBOROUGH
DREW E. POMERANCE
GARY A. NYE
MICHAEL B. ADREANI

DAMON M. RIBAKOFF
CRAIG S. PYNES
DAVID R. GINSBURG
MICHAEL G. KLINE
MARINA N. VITEK
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MICHAEL H. RAICHELSON
JULIE A. TRACY
MICHAEL L. PHILLIPS
ANTHONY S. KHOURY

LOS ANGELES OFFICE
10866 WILSHIRE BLVD., SUITE 1550
LOS ANGELES, CA 90024-4336
PHONE: (310)470-1869
FAX: (310)470-9648

December 13, 2007

VIA FACSIMILE

Ted C. Lindquist, III, Esq.
SHEPPARD MULLIN RICHTER & HAMPTON, LLP
333 South Hope Street, Forty-Eighth Floor
Los Angeles, CA 90071

Re: *Largo Concrete v. Liberty Mutual Ins. Co.*

Dear Mr. Lindquist:

This letter responds to your fax of yesterday which was sent at 5:44 p.m. and which requests a response by "the close of business" today. Yesterday I was out of the office the entire day and evening in mediation and I have just returned to the office this afternoon.

As phrased, we cannot possibly stipulate to the admission and review of documents that we haven't seen and that are being used allegedly to prove grounds for disqualifying Mr. Pynes and/or our firm. We find such to be highly prejudicial and wonder why in the world can't the privileged nature of these documents simply be redacted and submitted to all of us. That your letter does not describe anything specific about the 'proposed' documents, what the billing records purport to show, etc., also makes your request unreasonable.

While Mr. Falzetta spoke to me about this subject generally at Mr. Pynes' deposition, your letter offers no additional information and therefore we cannot under any circumstances at this point in time consider stipulating to documents for the reasons stated herein above. Indeed, we will obviously have to reserve whatever legal rights and remedies we have in this regard.

Letter to Lindquist
December 13, 2007
Page 2

Finally, it might have been a lot more helpful had this request been made last week, with specific information. Time is obviously short for you folks so we will leave this for the court to decide.

Very truly yours,

ROXBOROUGH, POMERANCE & NYE LLP

Dictated but not read

NICHOLAS P. ROXBOROUGH

NPR/lr

File No.: 07030.02

cc: Frank Falzetta, Esq. (Via Email)

Z:\Clients\Largo- Disqualification\Correspondence\071213.Ltr to Lindquist re document req and prod.doc